

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
SEARS HOLDINGS CORPORATION, *et al.*,¹ :
:
Debtors. : Case No. 18-23538-rdd
:
: (Jointly Administered)
:
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**ATTORNEY DECLARATION OF ANDREW WEAVER
IN SUPPORT OF ESL'S OMNIBUS RESPONSE TO
OBJECTIONS TO DEBTORS' SALE MOTION**

I, Andrew Weaver, declare under penalty of perjury as follows:

1. I am an attorney duly admitted to practice before this Court, and I am counsel with the law firm of Cleary Gottlieb Steen & Hamilton LLP, counsel for ESL Investments, Inc. and its affiliates (including JPP, LLC and JPP II, LLC (collectively, "ESL")). I respectfully

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

submit this declaration as a supplement to ESL's Omnibus Response to Objections to Debtors' Sale Motion.

2. Attached hereto as Exhibit 1 is a true and correct copy of "Retail Sales Are Weakest in 35 Years," New York Times, dated December 4, 2008.

3. Attached hereto as Exhibit 2 is a true and correct copy of "The worst is yet to come for retail stocks, says former department store executive Jan Kniffen," Distilfo Retail Advisory, dated July 6, 2017.

4. Attached hereto as Exhibit 3 is a true and correct copy of "Q3 2018 Simon Property Group Inc. Earnings Call – Final," FD (Fair Disclosure) Wire, dated October 25, 2018.

5. Attached hereto as Exhibit 4 is a true and correct copy of "Q3 2018 Brixmor Property Group Inc. Earnings Call – Final," FD (Fair Disclosure) Wire, dated October 25, 2018.

6. Attached hereto as Exhibit 5 is a true and correct copy of a press release titled Sears Holdings Announces Appointment Of New Independent Director, Sears Holdings, dated October 9, 2018.

7. Attached hereto as Exhibit 6 is a true and correct copy of a press release titled Sears Holdings Initiates Process To Accelerate Strategic Transformation And Facilitate Financial Restructuring, Sears Holdings, dated October 15, 2018.

8. Attached hereto as Exhibit 7 is a true and correct copy of the Asset Purchase Agreement, by and among Transform HoldCo LLC, Sears Holdings Corporation and Its Subsidiaries, and exhibits (A) Approval Order, (B) IP Assignment Agreement, (C) IP Power of Attorney, (D) Occupancy Agreement, (E) Assignment and Assumption of Lease, (F) Seller

Retained Occupancy Agreement, (G) Credit Bid Release Agreement, and associated Disclosure Schedules, dated January 17, 2019.

9. Attached hereto as Exhibit 8 is a true and correct copy of the Sears Holdings Corporation, Form 8-K, dated October 15, 2018.

10. Attached hereto as Exhibit 9 is a true and correct copy of an excerpt from Sears Holdings Corporation, Form 10-K, dated March 23, 2018.

11. Attached hereto as Exhibit 10 is a true and correct copy of the Project Transform – Creditor Recovery Side by Side Analysis Presentation, prepared by Moelis & Company, dated January 14, 2019, at ESL-UCC-0003956.

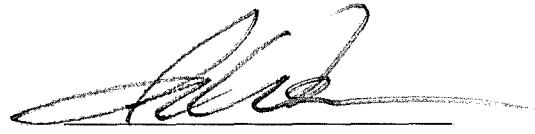
12. Attached hereto as Exhibit 11 is a true and correct copy of the Project Transform – ESL Bid Presentation, prepared by Moelis & Company, dated December 30, 2018.

13. Attached hereto as Exhibit 12 is a true and correct copy of the Sears Lender Presentation, prepared by Moelis & Company, dated January 24, 2019, marked as exhibit “UCC 12” in the deposition of Robert Riecker, dated January 25, 2019.

14. Attached hereto as Exhibit 13 is a true and correct copy of the Sears Holdings Corporation: Wind Down Recoveries Presentation, dated January 14, 2019, at UCC_SEARS0002236.

15. Attached hereto as Exhibit 14 is a true and correct copy of the Official Committee of Unsecured Creditors – Discussion Materials, dated November 12, 2018, marked as exhibit “UCC 4” in the deposition of Kunal Kamalani, dated January 23, 2019.

Executed on February 1, 2019, at New York, New York.

A handwritten signature in black ink, appearing to read 'Andrew Weaver', written over a horizontal line.

Andrew Weaver